



RECORDATION NO. 21884-K FILED

NOV 03 '09 -10 3 8 AM

SURFACE TRANSPORTATION BOARD

October 30, 2009

Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: WMATA 1998 TRUST USB A

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, Title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Head Lease Supplement
2. Short Form of Lease Supplement
3. Short Form of Equipment Mortgage & Pledge Agreement Supplement
4. Short Form of Loan and Security Agreement Supplement
5. Short Form of Head Lessor's Lease Mortgage Supplement
6. Short Form of Lessor's Security Agreement Supplement

Each document is dated as of November 1, 2009 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number 21884.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease Supplement

Head Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

www.metroopensdoors.com

A District of Columbia,
Maryland and Virginia
Transit Partnership

Head Lessee: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Lease Supplement

Lessor: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

**Short Form of Equipment Mortgage and Pledge
Agreement Supplement**

Mortgagor: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Mortgagee: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Loan and Security Agreement Supplement

Assignor: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee: **AlG-FP Funding (Cayman) Limited**
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA 1998 TRUST USB A.

Short Form of Head Lessor's Lease Mortgage Supplement

Head Lessor: Washington Metropolitan Area Transit Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Head Lessee: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Lessor's Security Agreement Supplement

Lessor: WMATA 1998 TRUST USB A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Under 49 C.F.R. Section 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland.

Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mark R. Pohl', written over the printed name.

Mark R. Pohl
Associate General Counsel

Enclosures as stated

EXECUTION COPY

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, NW
Washington, DC 20001

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SURFACE TRANSPORTATION BOARD

SHORT FORM OF HEAD LESSOR'S LEASE MORTGAGE SUPPLEMENT

This Short Form of Head Lessor's Lease Mortgage Supplement is made and dated as of the 1st day of November 2009 (this "Supplement") by and among **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street N.W., Washington, DC 20001 ("Head Lessor") and **WMATA 1998 TRUST USB A**, a Delaware statutory business trust, having an address in care of Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890 ("Head Lessee"):

- A. Head Lessor entered into that certain Head Lessor's Lease Mortgage (WMATA-USB-A), dated as of December 18, 1998 ("Head Lessor's Lease Mortgage"), between Head Lessor and Head Lessee, evidence of which was recorded with the U.S. Surface Transportation Board (the "STB") on December 18, 1998, at 4:28 P.M. with the recordation number 21884-D.
- B. Head Lessee desires to evidence the replacement of two Items of Equipment identified on Schedule A attached hereto (the "Replaced Cars") with two other like Items of Equipment identified on Schedule A attached hereto (the "Replacement Cars").
- C. Head Lessor and Head Lessee desire to record this Supplement with the STB to give constructive notice of Head Lessee's substitution of the Replaced Cars with the Replacement Cars.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Head Lessor and Head Lessee agree as follows:

1. **Property no Longer Subject to Head Lessor's Lease Mortgage.** Head Lessor hereby confirms and Head Lessee hereby confirms that the Replaced Cars suffered an Event of Loss and are no longer subject to the Head Lessor's Lease Mortgage.

2. **Property Subject to Head Lessor's Lease Mortgage.** Head Lessee hereby conveys, mortgages, assigns, transfers and pledges to Head Lessor, and grants to Head Lessor a security interest in and lien on, all of the Head Lessee's right, title and interest in, to and under the Lease, the Replacement Cars and any Proceeds, but excluding all Head Lease Excepted Payments and Rights relating to the Replacement Cars (and any Proceeds thereof), as each of these terms is defined in the Head Lessor's Lease Mortgage.

3. **Conflict With Head Lessor's Lease Mortgage.** In the event of any conflict between this Supplement and the Head Lessor's Lease Mortgage or the Head Lessor's Lease Mortgage Supplement, the terms, covenants and conditions of the Head Lessor's Lease Mortgage and the Head Lessor's Lease Mortgage Supplement shall control.

4. **Counterparts.** This Supplement may be executed in one or more counterparts, but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached to the same instrument, which shall be the original of this Supplement.

[Remainder of page not used]

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Supplement as of the date first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: Raj Srinath
Name: Raj Srinath
Title: Treasurer

Head Lessee:

WMATA 1998 TRUST USB A, by and
through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Supplement as of the date first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____
Name: Raj Srinath
Title: Treasurer

Head Lessee:

WMATA 1998 TRUST USB A, by and
through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By:  _____
Name:
Title: Jacqueline Solone
Financial Services Officer

Schedule A

Replaced Car Serial Numbers	Replacement Car Serial Numbers
3036	3068
3037	3069

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Loyda Sequeira-Castillo, certify that I am the Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2009

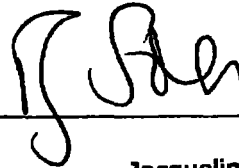


Name: Loyda Sequeira-Castillo
Title: Secretary

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Jacqueline Solone, certify that I am Jacqueline Solone
Financial Services Officer
of Wilmington Trust Company, the Trustee of WMATA 1998 TRUST USB A, a
Delaware statutory business that the foregoing instrument was signed and sealed
on behalf of the Trust by authority of its Trustee, and that I acknowledge that the
execution of the foregoing instrument was the free act and deed of the Trust. I
further declare under penalty of perjury that the foregoing is true and correct.

Executed on October 30, 2009.



Jacqueline Solone
Financial Services Officer